

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**AFFIDAVIT OF SERVICE**

I, Alain B. Francoeur, depose and say that I am employed by Kroll Restructuring Administration LLC (“*Kroll*”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On December 10, 2024, at my direction and under my supervision, employees of Kroll caused the following document to be served (1) by the method set forth on the Core/2002 Agenda Service List attached hereto as **Exhibit A**, and (2) via Email on the Respondents Service List attached hereto as **Exhibit B**:

- Second Amended Agenda for Hearing of Matters Scheduled for December 10, 2024 at 10:00 a.m. (ET) [Docket No. 401]

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Dated: December 16, 2024

/s/ Alain B. Francoeur  
Alain B. Francoeur

State of New York  
County of New York

Subscribed and sworn (or affirmed) to me on December 16, 2024, by Alain B. Francoeur,  
proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ Cindy C. Hosein-Mohan  
Notary Public, State of New York  
No. 01HO6295177  
Qualified in Nassau County  
Commission Expires December 30, 2025

**Exhibit A**

**Exhibit A**  
Core/2002 Agenda Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper 919 North Market Street 11th Floor Wilmington DE 19801		heilmanl@ballardspahr.com roglenl@ballardspahr.com vesperm@ballardspahr.com	Email
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**Exhibit A**  
Core/2002 Agenda Service List  
Served as set forth below

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**Exhibit A**  
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Served as set forth below

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IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346	855-235-6787		Facsimile
Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curblin Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Kelley Drye & Warren LLP	Attn: Robert L. LeHane, Jennifer D. Raviele, Allison Selick 3 World Trade Center 175 Greenwich Street New York NY 10007		KDWBankruptcyDepartment@kelleydrye.com rlehane@kelleydrye.com jraiviele@kelleydrye.com aselick@kelleydrye.com	Email
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Served as set forth below

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Counsel to Hopkins County, Kaufman County, Sulphur Springs ISD, Rockwall CAD, Tarrant County, Navarro County, Smith County, Ellis County, City of Sulphur Springs, Wise County, Tom Green CAD, Grayson County, Gregg County, Prosper ISD, Town of Prosper, City of Carrollton, Northwest ISD, City of Allen, City of Wylie, Lewisville ISD, Allen ISD, City of Frisco, Irving ISD, Parker CAD	Linebarger Goggan Blair & Sampson, LLP	Attn: John Kendrick Turner 3500 Maple Avenue Suite 800 Dallas TX 75219		dallas.bankruptcy@lgbs.com	Email
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Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons 700 Jeffrey Way, Suite 100 Round Rock TX 78665		jparsons@mvalaw.com	Email
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Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company, Beral, LLLP, Laurel Lakes, LLC	Saul Ewing LLP	Attn: Monique B. DiSabatino, Mark Minuti 1201 North Market Street, Suite 2300 P.O. Box 1266 Wilmington DE 19899		monique.disabatino@saul.com mark.minuti@saul.com	Email
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Served as set forth below

DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to the DIP Agent, Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Seward & Kissel LLP	Attn: Gregg Bateman, Sagar Patel, Michael Danenberg, John R. Ashmead, Gregg S. Bateman, Andrew J. Matott One Battery Park Plaza New York NY 10004		bateman@sewkis.com patel@sewkis.com dananberg@sewkis.com ashmead@sewkis.com bateman@sewkis.com matott@sewkis.com	Email
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Counsel to Simon Property Group, Inc. and its related entities	Simon Property Group, Inc.	Attn: Ronald M. Tucker 225 West Washington Street Indianapolis IN 46204		rtucker@simon.com	Email
Counsel to Paoli Shopping Center Limited Partnership, Phase II	Sirlin Lesser & Benson, P.C.	Attn: Dana S. Plon 123 South Broad Street, Suite 2100 Philadelphia PA 19109		dplon@sirlinlaw.com	Email
Counsel to Peoria Rental Properties, LLC	Stark & Stark, P.C.	Attn: Joseph H. Lemkin PO Box 5315 Princeton NJ 08543		jlemkin@stark-stark.com	Email
Counsel to Dell Financial Service L.L.C.	Streusand, Landon Ozburn & Lemmon, LLP	Attn: Sabrina L. Streusand 1801 S. MoPac Expressway, Suite 320 Austin TX 78746		streusand@slollp.com	Email
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Counsel to the Texas Comptroller of Public Accounts	Texas Attorney General's Office	Attn: Christopher S. Murphy, Assistant Attorney General Bankruptcy & Collections Division P.O. Box 12548 Austin TX 78711-2548		christopher.murphy@oag.texas.gov	Email

Exhibit A  
Core/2002 Agenda Service List  
Served as set forth below

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Counsel to The J. M. Smucker Company and Amazing Organics LLC t/a Amazing Herbs	Tydings & Rosenberg LLP	Attn: Stephen B. Gerald 200 Continental Drive, Suite 401 Newark DE 19713		sgerald@tydings.com	Email
U.S. Attorney for the District of Delaware	U.S. Attorney for Delaware	Attn: David C. Weiss & Ellen Slights U.S. Attorney's Office 1313 N Market Street, Suite 400 Wilmington DE 19801	302-573-6220		Facsimile
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Counsel to Debtors and Debtors In Possession	Young Conaway Stargatt & Taylor, LLP	Attn: Edmon L. Morton, Matthew B. Lunn, Allison S. Mielke, Shella Borovinskaya Rodney Square 1000 N. King Street Wilmington DE 19801		emorton@ycst.com mlunn@ycst.com amielke@ycst.com sborovinskaya@ycst.com	Email

**Exhibit B**

Exhibit C  
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